

Molycorp, Inc.

9212454



COMPOSITE CERTIFICATE OF INCORPORATION
OF
MOLYBDENUM CORPORATION OF AMERICA.

FIRST. The name of this corporation is
MOLYBDENUM CORPORATION OF AMERICA.

SECOND. Its principal office in the State
of Delaware is located at No. 100 West Tenth Street, in
the City of Wilmington, County of New Castle. The name
and address of its resident agent is The Corporation Trust
Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The objects and purposes for which and
for any of which this corporation is formed are, to do any
or all of the things herein set forth to the same extent as
natural persons might or could do, viz:-

To mine, prepare for market, and transport coal, iron,
molybdenum, and all mineral substances; to manufacture, buy,
sell, deal in and deal with iron, steel, copper, manganese,
cerium, molybdenum and their alloys, lumber, and other
materials, and all or any articles consisting or partly
consisting of iron, steel, cerium, molybdenum, copper, wood,
or other materials, and all or any products thereof; to
acquire, own, lease, occupy, use, and develop any lands
containing coal or iron, manganese, cerium, molybdenum, or
other ores, stone or oil, and any woodlands or other lands
for any purpose of the company.

To engage in, do and carry on the business or reducing, milling, concentrating, converting, smelting, mining, quarrying, refining, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in molybdenum, cerium, gold, silver, copper, lead, tin, zinc, brass, iron, coal and any and all kinds of ores, metals, alloys and minerals, and in the products and by-products thereof of every kind and description, and by whatever process the same can be or may hereafter be produced, and to acquire by discovery, location, patent, grant, purchase, or otherwise, to take on lease or under agreement, work, operate, improve, own, hold, use, deal in, sell, exchange, lease, mortgage, convey or otherwise dispose of, and deal in and with mines and mineral lands, quarries, mining rights, claims and locations, and mineral deposits of whatever kind and any and all yields, returns, outputs and products thereof or therefrom, also mill sites and mills and other works and any and all properties, real or personal, whatsoever necessary, suitable or proper or in any manner available for or in connection with any of the reducing, water, mining or other business or operations of the corporation.

To buy, lease, own, control, construct, equip, maintain and operate refineries, laboratories, mill, kilns, pipe lines, water supplies, plants and works for the treatment, refining, reduction and concentration of mineral substances of every kind and description and the extraction therefrom of all kinds of metals, salts and mineral products and by-products, either

on its own account or as factor and agent for others to engage in all kinds of scientific, chemical, physical, electrical, mechanical and other research work, including research work, in connection with all kinds of salts, alkalies, acids, limes, metals, and bases and organic and inorganic compounds, and to refine, combine, separate, reduce and otherwise treat and manufacture, all of said materials for use in general trade; to manufacture, buy and sell all kinds and characters of packages and containers for shipping, storing and transporting all of the above named materials; to buy, sell, traffic in, produce, store, transport, import, export, and otherwise deal in all or any of said mineral products and by-products, and do all things necessary for the refining, storage, transportation and selling of the same.

To buy, sell, charter, sub-charter, own, lease, pledge, operate, build, repair and otherwise deal in and with steamships, sailing vessels, tugs, lighters and all other vessels and craft, together with all materials, articles, tools, machinery and appliances entering into or suitable or convenient for the construction and equipment thereof, and together with engines, boilers, machinery and appurtenances of all kinds and tackle, apparel and furniture of all kinds; to buy, sell, own, lease, operate, build and repair wharves, docks, piers and warehouses of all kinds and any property, real or personal, in connection therewith.

To carry on the business of manufacturing, distributing, using and selling light, heat or power; to acquire, and

equip water works and systems and supply and deliver water for power, consumption, irrigation or any other purpose; to buy, acquire, construct, maintain and operate railroads, railways, tramways, telephone and telegraph lines and other means of communication, stage lines and other lines for transportation of passengers or merchandise, express lines, ferries, steamship and boat lines of all kinds, except that the company shall not construct, maintain or operate any railroad, railways, telephone or telegraph lines in the State of Delaware.

To buy, acquire, construct, maintain, operate, sell and deal in machinery, implements, tools, conveniences of all kinds, food, groceries and provisions and articles capable of being used in connection with mining, utility, oil or other operations; furnaces, smelters, mills, factories, machine shops, power, light, gas, telephonic, telegraphic and other plants, warehouses, hotels, dwellings, stores, harbors, wharves, piers, docks, water course, flumes, canals, reservoirs, aqueducts, dam, pipe lines, oil tanks, bridges, cars, motors, ships, boats, elevators, and all other kinds of structures, establishments, articles or things necessary or useful or conducive to the interests of the corporation.

To subscribe or cause to be subscribed for, and to purchase and otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, exchange, distribute and otherwise dispose of the whole or any part of the shares of the capital stock,

bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, assets and property of any and every kind or any part thereof of any shipping company, dock company or Railroad Company or of any other corporation or corporations, association or associations, now or hereafter existing and whether created by the laws of the State of Delaware, or of any other State, Territory or Country, and to operate, manage and control such properties or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while owners of any of said shares of capital stock to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description; and in particular lands, buildings, business concerns and undertakings, mortgages, shares, stocks, debentures, securities, concession, produce, policies, book debts and claims, and any interest in real or personal property, and any claims against such property or against any person or company, and to carry on the business, concern or undertaking so acquired.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities, of any person, firm, association or corporation, and to pay for the same in cash, stock or bonds of this corporation or otherwise.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold and re-issue the shares of its capital stock.

To have one or more offices, to carry on all of any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, to

hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to.

FOURTH: The total authorized capital stock of this Corporation is \$4,000,000 divided into 4,000,000 shares of the par value of \$1 each.

FIFTH: The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Residence</u>	<u>Number of Shares</u>
M. L. Rogers	Wilmington, Delaware	94
L. A. Irwin	Wilmington, Delaware	3
Wm. G. Singer	Wilmington, Delaware	3

SIXTH. This corporation is to have perpetual existence.

SEVENTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH. The signers of the Certificate of Incorporation, being all the incorporators, shall have the direction of the affairs and of the organization of the corporation, and may hold meeting or meetings in person or by proxy, and at such meeting or meetings elect Directors and take such steps as are proper to obtain the necessary subscriptions to the stock and to perfect the organization of the Corporation.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what time and place and under what conditions and regulations, the accounts and books of this corporation, (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account or

book or document of this corporation except as conferred by statute or authorized by the Directors, or by a resolution of the stockholders.

If the By-Laws so provide, and by a vote of a majority of the whole board, to designate two or more of their number to constitute an Executive Committee, which Committee shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Delaware, to have one or more offices in addition to the principal office in Delaware, and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may be from time to time designated by them.

No contract or other transaction between the Corporation and any other corporation (whether or not a Controlled Corporation) shall be affected or invalidated by reason of the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act

or transaction of this Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is a party or parties, to or interested in such contract, act or transaction, or in any way connected with such person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

This corporation may in its By-Laws confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by the statute.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

NINTH. No stockholder of this Corporation shall have any preemptive or preferential right of subscription to any shares of stock of this Corporation, or to options, warrants or other interests therein or therefor, or to any obligations convertible into stock of this Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of this Corporation in its discretion, from time to time, may

determine, and at such price, or prices, as the Board of Directors from time to time may fix pursuant to the authority hereby conferred by the Certificate of Incorporation of this Corporation, and the Board of Directors may issue stock of this Corporation, or options, warrants, or other interests therein or therefor, or obligations convertible into stock, without offering such issue of stock, options, warrants or other interests therein or therefor, or obligations convertible into stock of this Corporation, either in whole or in part, to the stockholders of this Corporation. The acceptance of stock in this Corporation shall be a waiver of any such preemptive or preferential right which, in the absence of this provision, otherwise might be asserted by stockholders of this Corporation, or any of them.

WE THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law," (approved March 10th, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the

number of shares of stock hereinbefore set forth, and
accordingly have hereunto set our hands and seals this
first day of June, A. D. 1920.

In the presence of

HARRY W. DAVIS

M. L. ROGERS (SEAL)

L. A. IRWIN (SEAL)

WM. G. SINGER (SEAL)

STATE OF DELAWARE)
) SS.
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this first day of
June, A. D. 1920, personally came before me Harry W.
Davis, a Notary Public for the State of Delaware,
M. L. Rogers, L. A. Irwin and Wm. G. Singer, parties
to the foregoing Certificate of Incorporation, known
to me personally to be such, and severally acknowledged
the said certificate to be the act and deed of the
signers, respectively and that the facts therein stated
are truly set forth.

GIVEN under my hand and seal of office the day
and year aforesaid.

HARRY W. DAVIS
Notary Public.

* * * * *
* Harry W. Davis *
* Notary Public *
* For the State of Delaware *
* Appointed January 31, 1920 *
* Term Two Years. *
* * * * *

DEC. 14, 1967 9 AM

CERTIFICATE OF OWNERSHIP AND MERGER

OF

YTTRIUM CORPORATION OF AMERICA
(a Delaware Corporation)

INTO

MOLYBDENUM CORPORATION OF AMERICA
(a Delaware corporation)

Pursuant to Section 253 of the Delaware Corporation
Law

It is hereby certified that:

1. MOLYBDENUM CORPORATION OF AMERICA (hereinafter called the "Corporation") is a corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of each class of the stock of YTTRIUM CORPORATION OF AMERICA, which is also a corporation of the State of Delaware.

3. On December 4, 1967, the Board of Directors of the Corporation adopted the following resolutions to merge YTTRIUM CORPORATION OF AMERICA into the Corporation:

RESOLVED, that YTTRIUM CORPORATION OF AMERICA be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of YTTRIUM CORPORATION OF AMERICA be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by YTTRIUM CORPORATION OF AMERICA, in its name; and it was further

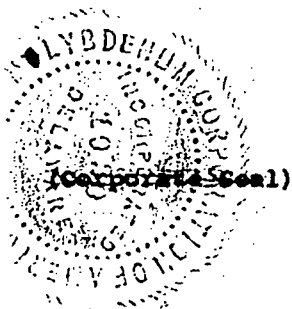
RESOLVED, that this Corporation assume all of the obligations of YTTRIUM CORPORATION OF AMERICA; and it was further

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware

and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; and it was further

RESOLVED, that the effective date of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the date upon which the merger therein provided for shall become effective, shall be the close of business on December 29, 1967.

SIGNED at New York, New York on December 4, 1967.




William R. Kuntz, President of
MOLYBDENUM CORPORATION OF AMERICA


Joseph C. Bennett, Secretary of
MOLYBDENUM CORPORATION OF AMERICA

ATTEST:


Joseph C. Bennett, Secretary of
MOLYBDENUM CORPORATION OF AMERICA

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 4th day of December, 1967, personally came before me, the undersigned, a Notary Public, duly authorized to take acknowledgment of deeds by the laws of the place where the foregoing certificate was executed, WILLIAM R. KUNTZ, President and JOSEPH C. BENNETT, Secretary, respectively, of MOLYBDENUM CORPORATION OF AMERICA, a corporation of the State of Delaware, the corporation described in the foregoing Certificate, known to me personally to be such, and they duly executed said Certificate before me and acknowledged the said Certificate to be their act and deed and made on behalf of said Corporation, and that the facts stated therein are true.

GIVEN under my hand on December 4, 1967.

Edward M. Heffernan
Notary Public

EDWARD M. HEFFERNAN
NOTARY PUBLIC, State of New York
No. 41-607010 - Qual. in General Co.
Cert. filed in New York County
Commission Expires March 30, 1968



Certificate of Ownership of the "MOLYBDENUM CORPORATION OF AMERICA", merging
the "YTTRIUM CORPORATION OF AMERICA", pursuant to Section 253 of the General
Corporation Law of the State of Delaware, as received and filed in this office
the fourteenth day of December, A.D. 1967, at 9 o'clock A.M.

00069

April 29, 1974 4:30 p.m.

Certificate of Amendment of Certificate of Incorporation
of

MOLYBDENUM CORPORATION OF AMERICA

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is Molybdenum Corporation of America.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following:

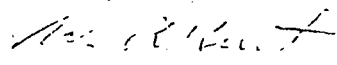
"FIRST: The name of this corporation
is Molycorp, Inc."

3. The certificate of incorporation is hereby further amended by striking out the first paragraph of Article FOURTH thereof and by substituting in lieu of said first paragraph of Article FOURTH the following:

"FOURTH: The total authorized Capital
Stock of this corporation is \$5,500,000
divided into 5,000,000 shares of Common
Stock of the par value of \$1.00 each and
500,000 shares of Preferred Stock of the
par value of \$1.00 each."

4. The amendments of the certificate of incorporation herein certified have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

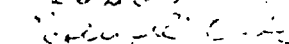
Signed and attested to on April 24, 1974.



William R. Kuntz, President

Attest

1974



John R. Cook, Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that, on April 24, 1974, before me,
a Notary Public duly authorized by law to take acknowledgment
of deeds, personally came William R. Kuntz, President of
Molybdenum Corporation of America, who duly signed the fore-
going instrument before me and acknowledged that such signing
is his act and deed, that such instrument as executed is the
act and deed of said corporation, and that the facts stated
therein are true.

GIVEN under my hand on April 24, 1974.



Edward M. Heffernan

Notary Public

Notary Public
State of New York
County of New York
Office: 100, 127

[Notarial Seal]

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, dated as of the 18th day of May, 1977, between MOLYCORP, INC., a Delaware corporation (hereinafter sometimes called "MOLYCORP" and sometimes called the "surviving corporation"), party of the first part, and UNION OIL SUBSIDIARY, INC., a Delaware corporation (hereinafter sometimes called "SUBSIDIARY"), party of the second part (said corporations being hereinafter sometimes together called the "constituent corporations").

WITNESSETH:

WHEREAS, MOLYCORP is a corporation organized and existing under the laws of the State of Delaware, having been incorporated on June 1, 1920, under the provisions of the General Corporation Law of the State of Delaware; and

WHEREAS, SUBSIDIARY is a corporation organized and existing under the laws of the State of Delaware, having been incorporated on May 6, 1977, under the provisions of the General Corporation Law of the State of Delaware; and

WHEREAS, MOLYCORP has an authorized capital stock of (i) 5,000,000 shares of Common Stock, \$1 par value per share, of which at April 30, 1977, 3,703,142 shares were outstanding, and 68,778 shares were reserved for issuance upon exercise of Qualified Stock Options, 229,250 shares were reserved for issuance upon conversion of \$2.50 Cumulative Convertible Preferred Stock and 125,000 shares were reserved for conversion of the 6½% Convertible Subordinated Note and (ii) 500,000 shares of Preferred Stock of which 201,045 shares have been designated as \$2.50 Cumulative Convertible Preferred Stock, of which at April 30, 1977, 197,629 shares were outstanding; and

WHEREAS, prior to the effective date of the merger described herein all of the \$2.50 Cumulative Convertible Preferred Stock of MOLYCORP not converted into Common Stock will have been redeemed; and

WHEREAS, SUBSIDIARY has an authorized capital stock of 1,000 shares of Common Stock; and

WHEREAS, UNION OIL COMPANY OF CALIFORNIA, a California corporation ("UNION") owns all of the outstanding shares of common stock of SUBSIDIARY; and

WHEREAS, the directors, or a majority of them, of each of the constituent corporations, respectively, deem it advisable for the welfare and best interests of said corporations and for the best interests of the respective shareholders of said corporations that SUBSIDIARY be merged with and into MOLYCORP on the terms and conditions hereinafter set forth in accordance with the provisions of the General Corporation Law of the State of Delaware, which permit such merger;

NOW, THEREFORE, the parties hereto, subject to the approval of the respective shareholders of each of the constituent corporations as required by law, in consideration of the premises and of the mutual covenants and agreements contained herein and of the benefits to accrue to the parties hereto, have agreed and do hereby agree that SUBSIDIARY and MOLYCORP, the constituent corporations, be merged into a single corporation which shall be MOLYCORP, one of the constituent corporations, pursuant to the laws of the State of Delaware, and do hereby agree, prescribe and set forth the terms and conditions of the merger, the mode of carrying the same into effect and the manner and basis of converting the shares of each of the constituent corporations into shares of the surviving corporation and shares of UNION as follows:

ARTICLE I

MERGER AND NAME OF SURVIVING CORPORATION

SUBSIDIARY shall be merged into MOLYCORP in accordance with the applicable provisions of the General Corporation Law of the State of Delaware and, upon the merger becoming effective, the separate

existence of SUBSIDIARY shall cease, except to the extent provided by law in the case of a corporation after its merger into another corporation; and MOLYCORP shall continue under the laws of the State of Delaware under the name "Molycorp, Inc." as the surviving corporation.

ARTICLE 2

ARTICLES OF INCORPORATION AND BY-LAWS OF SURVIVING CORPORATION

The Articles of Incorporation and the By-Laws of MOLYCORP, as presently constituted, shall be and continue to be the Articles of Incorporation and By-Laws of the surviving corporation until the same shall be amended and changed as provided by law.

ARTICLE 3

BOARD OF DIRECTORS OF SURVIVING CORPORATION

As of the effective date of the merger the names of the members of the Board of Directors of the surviving corporation shall be as follows:

Philip Blamey	H. C. Huffman
Claude S. Brinegar	Dan M. Kentro
Edward H. Eakland, Jr.	William R. Kuntz
Lewis B. Harder	Robert W. Kuntz
Fred L. Hartley	

If on the effective date of the merger a vacancy shall exist on the Board of Directors of the surviving corporation by reason of the failure or inability of any of the above-named persons to serve as a director, such vacancy may be filled in the manner provided by law and the By-Laws of the surviving corporation.

ARTICLE 4

MANNER OF CONVERTING SHARES OF STOCK OF CONSTITUENT CORPORATIONS INTO SHARES OF STOCK OF SURVIVING CORPORATION AND SHARES OF STOCK OF UNION OIL COMPANY OF CALIFORNIA

The manner and basis of converting the shares of each of the constituent corporations into shares of the surviving corporation and shares of UNION shall be as follows:

1. Each of the outstanding shares of Common Stock of SUBSIDIARY at the time of merger shall be converted into one share of Common Stock of the surviving corporation.

2. The outstanding shares of Common Stock of MOLYCORP at the time of merger, other than those into which the outstanding shares of SUBSIDIARY are converted pursuant to Section 1 of this Article 4, shall be converted into shares of Common Stock of UNION on the following basis and thereupon such shares of MOLYCORP shall cease to exist and shall be cancelled:

(a) Each of the outstanding shares of Common Stock of MOLYCORP, other than those into which the outstanding shares of SUBSIDIARY are converted pursuant to Section 1 of this Article 4, shall be converted into 1.035 shares of Common Stock of UNION.

(b) As promptly as practicable after the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of Common Stock of MOLYCORP may surrender the same to Security Pacific National Bank, as Exchange Agent, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the number of shares of Common Stock of UNION into which the shares of Common Stock of MOLYCORP theretofore represented by the certificate or certificates so

surrendered shall have been converted as aforesaid. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented Common Stock of MOLYCORP, shall be deemed for all corporate purposes to evidence ownership of the number of shares of UNION into which the shares of Common Stock of MOLYCORP (which, prior to such effective date, were represented thereby) shall have been so converted. No dividends or distributions will be paid to persons entitled to receive certificates for shares of Union Common Stock pursuant to paragraph (2)(a) of this Article 4 until such persons shall have surrendered their certificates which prior to the effective time of the merger represented MOLYCORP Common Stock; provided, however, that when certificates which prior to the effective time of the Merger represented MOLYCORP Common Stock shall have been so surrendered, there shall be paid to the holders thereof, but without interest thereon, all dividends and other distributions payable subsequent to, and in respect of a record date after, the effective time of the Merger on the UNION Common shares for which such certificates shall have been so exchanged.

(c) Upon the effective date of the merger, it shall be deemed that the stock transfer books of MOLYCORP are closed and no transfer of shares of MOLYCORP (other than those into which stock of SUBSIDIARY are converted) shall thereafter be made or consummated.

(d) Certificates for fractions of shares of Common Stock of UNION shall not be issued. In lieu of a fraction of a share, each holder of shares of MOLYCORP Common Stock otherwise entitled to a fraction of a share of UNION Common Stock shall receive from UNION an amount of cash equal to the per share market value of UNION Common Stock (based on the average of the closing prices of UNION Common Stock on the New York Stock Exchange on each of the ten trading days immediately preceding the effective date of the merger) multiplied by the fraction of a share of UNION Common Stock to which such shareholder would be otherwise entitled. No such holder shall be entitled to dividends or other rights in respect of any such fraction.

(e) If any certificate for shares of UNION Common Stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such exchange pay to the Exchange Agent any transfer or other taxes required by reason of the issuance of a certificate for shares of UNION Common Stock in any name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Exchange Agent that such tax has been paid or is not payable.

3. The terms and provisions of the MOLYCORP 1973 Employees Qualified Stock Option Plan shall, except as set forth below, continue in full force and effect and govern all stock options granted thereunder. Subsequent to the effective date of the merger, all references in the MOLYCORP 1973 Employees Qualified Stock Option Plan to MOLYCORP shall be deemed to be references to UNION and all actions to be taken thereunder by the Board of Directors of MOLYCORP or a committee thereof, including adjustment in the option prices and number of shares upon changes in the capital stock to which the option relates, shall be taken by the Board of Directors of UNION or a committee thereof, as the case may be. Each option granted under the MOLYCORP 1973 Employees Qualified Stock Option Plan which shall be outstanding at the effective date of the merger shall be assumed by Union and shall become an option to purchase the number of whole shares of UNION Common Stock equal to the number of shares of MOLYCORP Common Stock subject to such option multiplied by 1.035. The option price per share shall be the price stated in the applicable option agreement multiplied by 0.9662.

4. The terms and provisions of the 6½% Convertible Subordinated Note issued by MOLYCORP shall continue in full force and effect. Subsequent to the effective date of the merger, said Note shall be convertible into 129,373 shares of UNION Common Stock, subject to adjustment as provided in such Note.

The exchange ratio of shares of UNION Common Stock for each share of MOLYCORP Common Stock outstanding immediately prior to the effective time of the merger or into or for which other outstanding

securities of MOLYCORP are convertible or exercisable as set forth in this Article 4, shall be subject to adjustment as follows: in the event that, subsequent to the date of this Agreement but prior to the effective date of the Merger, the outstanding shares of UNION Common Stock shall have been changed into or exchanged for a different number or kind of shares or securities through reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, or other like changes in UNION capitalization, then an appropriate and proportionate adjustment shall be made in the number and kind of shares or securities to be thereafter delivered pursuant to the Merger, it being understood that in no event shall other than UNION Common Stock as then constituted be issued pursuant to the Merger

ARTICLE 5

SUBMISSION TO SHAREHOLDERS AND EFFECTIVENESS

This Agreement of Merger shall be submitted for consideration and vote by the shareholders of each of the constituent corporations as required by the laws of the State of Delaware, and, if adopted by the requisite votes of the shareholders of each of the constituent corporations, then this Agreement of Merger executed by the President or a Vice President and the Secretary or an Assistant Secretary of each of the constituent corporations and certified by one of such officers of each of the constituent corporations shall be delivered to the Secretary of State, State of Delaware, for filing, all in accordance with the applicable provisions of the General Corporation Law of the State of Delaware, and the officers of each of the constituent corporations shall execute all such other documents and shall take all such other action as may be necessary to make this Agreement of Merger effective. The effective date of the merger provided for by this Agreement of Merger shall be the date on which the aforesaid filing in the office of the Secretary of State, State of Delaware, is completed.

ARTICLE 6

TRANSFER OF ASSETS AND LIABILITIES

When the merger has been effected:

1. The separate existence of SUBSIDIARY shall cease, and the corporate existence and identity of MOLYCORP shall continue as the surviving corporation.
2. The surviving corporation shall have the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under the General Corporation Law of the State of Delaware.
3. The surviving corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the constituent corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the constituent corporations, shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed.
4. The surviving corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of the constituent corporations; and any claim existing or action or proceeding pending by or against either of the constituent corporations may be prosecuted as if such merger had not taken place or the surviving corporation may be substituted in its place. Neither the rights of creditors nor liens upon the property of either of the constituent corporations shall be impaired by the merger.

ARTICLE 7

TERMINATION OF AGREEMENT AND ABANDONMENT OF MERGER

This Agreement of Merger and the Merger contemplated hereby may be terminated and abandoned at any time before this Agreement of Merger has been filed with the Secretary of State of Delaware, whether before or after approval of this Agreement of Merger by the respective stockholders of SUBSIDIARY and MOLYCORP, as follows:

- (a) By mutual consent of the Boards of Directors of SUBSIDIARY and MOLYCORP.
- (b) By the Board of Directors of UNION if, by August 30, 1977, the conditions set forth in Section 5.01 of Article V of the Agreement and Plan of Reorganization dated as of May 18, 1977 by and among UNION, SUBSIDIARY and MOLYCORP (the "Agreement and Plan") shall not have been met.
- (c) By the Board of Directors of MOLYCORP if, by August 30, 1977, the conditions set forth in Section 5.02 of Article V of the Agreement and Plan shall not have been met.
- (d) By the Board of Directors of either of SUBSIDIARY or MOLYCORP if the Merger shall not have become effective by August 30, 1977, which date may be extended by mutual agreement of the Boards of Directors of SUBSIDIARY or MOLYCORP.

In addition, this Agreement of Merger and the Merger contemplated hereby may be terminated and abandoned at any time prior to the approval of the Merger by the stockholders of MOLYCORP as required by the Delaware General Corporation Law, by action of the Board of Directors of either MOLYCORP or SUBSIDIARY at the sole discretion of either of them.

IN WITNESS WHEREOF the parties hereto have caused this Agreement of Merger to be signed in their respective corporate names by their respective Presidents and their respective corporate seals to be affixed hereto and attested by their respective Secretaries, as of the day and year first above written.

MOLYCORP, INC.

By Wm. R. Kuntz
President

(CORPORATE SEAL)

Attest:

John R. Cook
Secretary

UNION OIL SUBSIDIARY, INC.

By Thomas B. Sleeman
Vice President

(CORPORATE SEAL)

Attest:

R. L. Kelly
Secretary

IN WITNESS WHEREOF, Union Oil Subsidiary, Inc. and Molycorp, Inc. have caused this Agreement to be signed in their respective names by their respective Presidents or Vice Presidents and their respective Secretaries or Assistant Secretaries and their respective corporate seals to be hereunto affixed and attested by their respective Secretaries or Assistant Secretaries on the 29th day of July, 1977.

UNION OIL SUBSIDIARY, INC.

(Seal)

By John A. Allen
Vice President

By H. H. Keller
Asst. Secretary



Attest:

H. H. Keller
Asst. Secretary

MOLYCORP, INC.

By Thomas A. Wilson
Vice President

By John E. Bowling
Asst. Secretary



Attest:

John E. Bowling
Asst. Secretary

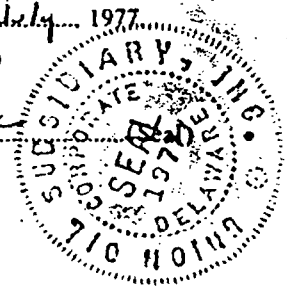
Asst
CERTIFICATE OF THE SECRETARY
OF

UNION OIL SUBSIDIARY, INC.

1. ARTHUR G. MELAS ^{Asst} the Secretary of Union Oil Subsidiary, Inc., hereby certify that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the Vice President and the Secretary under the corporate seal of the said corporation, was duly approved by the written consent of the sole stockholder of Union Oil Subsidiary, Inc. dated July 22, 1977.

WITNESS my hand and seal of said Union Oil Subsidiary, Inc. this 25th day of July, 1977.

Arthur G. Melas
Asst. Secretary

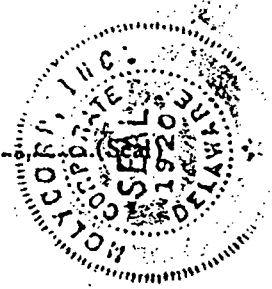


Asst.
CERTIFICATE OF THE SECRETARY
OF
MOLYCORP, INC.

I, John E. Dowling, ^{*Asst.*} the Secretary of MolyCorp, Inc., hereby certify that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary of said corporation under the corporate seal of the said corporation, was duly submitted to the stockholders of MolyCorp, Inc. at a special meeting thereof called for the purpose of considering and acting upon the proposed Plan and Agreement of Merger and held after due notice on the 25th day of July, 1977, and that at least a majority of the total number of the outstanding shares of the stock of said corporation entitled to vote thereon voted for the adoption of the said Agreement of Merger.

WITNESS my hand and seal of said MolyCorp, Inc. this 27th day of July, 1977.

John E. Dowling
Asst. Secretary

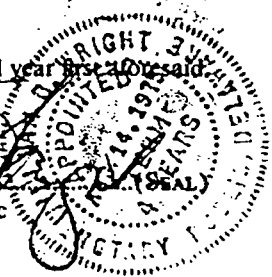


STATE OF Delaware }
COUNTY OF Kent } SS:

BE IT REMEMBERED that on this 29th day of July, 1977, personally came before me, WILLIAM B. WRIGHT, a Notary Public in and for the County and State aforesaid, JOHN ALLEN, a Vice President of UNION OIL SUBSIDIARY, INC., a corporation of the State of Delaware and one of the corporations described in the foregoing instrument, known to me personally to be such, and that he, the said JOHN ALLEN, as such Vice President, duly executed said instrument before me and acknowledged the said instrument to be his act and deed and the act, deed and agreement of said corporation, and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year first aforesaid.

William B. Wright
Notary Public



STATE OF Delaware }
COUNTY OF Kent } SS:

BE IT REMEMBERED that on this 29th day of July, 1977, personally came before me, WILLIAM B. WRIGHT, a Notary Public in and for the County and State aforesaid, A. G. MELAS, Secretary of UNION OIL SUBSIDIARY, INC., a corporation of the State of Delaware and one of the corporations described in the foregoing instrument, known to me personally to be such, and that he, the said A. G. MELAS, as such Secretary, duly executed and attested to the execution of said instrument before me and acknowledged the said instrument to be his act and deed and the act, deed and agreement of said corporation and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year first aforesaid.

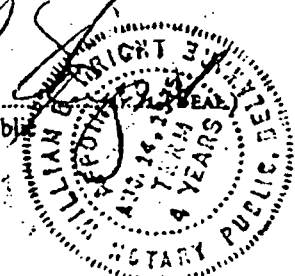
William B. Wright
Notary Public



STATE OF *Delaware* }
COUNTY OF *Kent* } SS.:

BE IT REMEMBERED that on this *14th* day of *July*, 1977, personally came before me, *William B. Wright* Notary Public in and for the County and State aforesaid, *Thomas A. Hise* President of MOLYCORP, INC., a corporation of the State of Delaware and one of the corporations described in the foregoing instrument, known to me personally to be such, and that he, the said *Thomas A. Hise*, as such President, duly executed said instrument before me and acknowledged the said instrument to be his act and deed and the act, deed and agreement of said corporation, and that the facts stated therein are true.


IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year first aforesaid.

William B. Wright
Notary Public


STATE OF *Delaware* }
COUNTY OF *Kent* } SS.:

BE IT REMEMBERED that on this *29th* day of *July*, 1977, personally came before me, *William B. Wright* Notary Public in and for the County and State aforesaid, *Tom E. Downing* Secretary of MOLYCORP, INC., a corporation of the State of Delaware and one of the corporations described in the foregoing instrument, known to me personally to be such, and that he, the said *Tom E. Downing* as such *ASST.* Secretary, duly executed and attested to the execution of said instrument before me and acknowledged the said instrument to be his act and deed and the act, deed and agreement of said corporation and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year first aforesaid.

William B. Wright
Notary Public


Certificate of Agreement of Merger of the "UNION OIL SUBSIDIARY, INC.",
merging with and into the "MOLYCORP, INC.",
under the name of "MOLYCORP, INC.",
as received and filed in this office the twenty-ninth day of
A.D. 1977, at 10:57 o'clock A.M. July,

00085

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING
WESTWOOD PLAZA NO. 3, INC.
A Delaware Corporation

INTO
MOLYCORP, INC.
A Delaware Corporation

MOLYCORP, INC., a corporation organized and existing under the laws of Delaware, does hereby certify:

First, that this corporation was incorporated on the 1st day of June, 1920, pursuant to the General Corporation Law of said state.

Second, that this corporation owns all of the outstanding shares of the stock of Westwood Plaza No. 3, ^{Inc.,} a corporation organized and existing under the laws of Delaware, incorporated on the 30th day of November, 1979, pursuant to the General Corporation Law of said state.

Third, that this corporation, by a resolution of its board of directors, duly adopted at a meeting held on the 12th day of September, 1980, determined to and did merge into itself

00094

Inc.
said Westwood Plaza No. 3, which resolution is in the
following words, to wit:

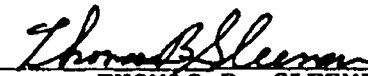
Now, therefore, be it resolved that Molycorp, Inc.,
merge, and it does hereby merge into itself said Westwood
Plaza No. 3, ^{Inc.} and assumes all its obligations effective as of
and at the time the Certificate of Ownership and Merger is
filed with the Office of the Secretary of State of Delaware; and

Further resolved, that the president and the assistant
secretary of this corporation be and hereby are directed to make
and execute under the corporate seal of this corporation, a
Certificate of Ownership and Merger setting forth a copy of the
resolution to merge said Westwood Plaza No. 3, ^{Inc.} and assume its
liabilities and obligations, and the date of adoption thereof,
and to file same in the Office of the Secretary of State of
Delaware, and a certified copy thereof in the Office of the
Recorder of Deeds of New Castle County; and

Further resolved, that the officers of this corporation
be and they hereby are authorized and directed to do all acts and

things whatsoever, whether within or without the State of Delaware which may be in any way necessary or proper to effect such merger.

In witness whereof, Molycorp, Inc. has caused its corporate seal to be affixed and this certificate to be signed by THOMAS B. SLEEMAN, its President, and J. R. COURTNEY, its Assistant Secretary, this 12th day of September, A.D. 1980, to be effective on the date of filing with the Office of the Secretary of State for the State of Delaware.


THOMAS B. SLEEMAN
President

ATTEST:


J. R. COURTNEY
Assistant Secretary

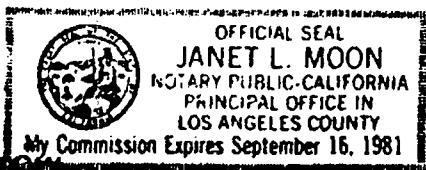


00096

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

Be it remembered that on this 12th day of September A. D. 1980, personally came before me, a notary public in and for the county and state aforesaid, THOMAS B. SLEEMAN, President of Molycorp, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such and he, the said THOMAS B. SLEEMAN, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of said President and of the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of said President and Assistant Secretary of said corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and seal of office the day and year aforesaid.



Janet L. Moon

Notary Public

00097

Certificate of Ownership of the "MOLYCORP, INC.",

merging "Westwood Plaza No. 3, Inc.",

pursuant to Section 253 of the General Corporation Law of the State of

Delaware, as received and filed in this office the nineteenth

day of September A.D. 1980, at 10:05 o'clock A.M.

00098

0005 0 9

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is Chevron Mining Inc.
, a Missouri corporation,
and Molycorp, Inc.
, a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is Chevron Mining Inc.
, a Missouri corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on 08/31/07.

SIXTH: The Agreement of Merger is on file at 116 Inverness Drive East, Suite 207,
Englewood, CO 80112, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 116 Inverness Drive East, Suite 207, Englewood, CO 80112.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29th day of August, A.D., 2007.

By: Frank G. Soler
Authorized Officer

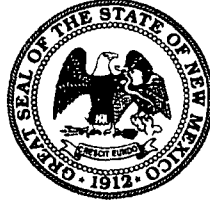
Name: Frank G. Soler
Print or Type

Title: Assistant Secretary

NEW MEXICO PUBLIC REGULATION COMMISSION

COMMISSIONERS

DISTRICT 1 JASON A. MARKS
DISTRICT 2 DAVID W. KING
DISTRICT 3 JEROME D. BLOCK
DISTRICT 4 THERESA BECENTI-AGUILAR
DISTRICT 5 SANDY JONES



1120 PASEO DE PERALTA/PO BOX 1269
SANTA FE, NEW MEXICO 87504

Corporation Department
(505) 827-4504

www.nmprc.state.nm.us

AUGUST 23, 2010

CORPORATION SERVICE COMPANY
C/O ROBERT G. PTACEK
PO BOX 9315
SANTA FE NM 87504-9315

RE: MOLYCORP, INC., NMPRC #0106781

SUBJECT: WITHDRAWAL CLEARANCE

FINAL DAY OF BUSINESS: AUGUST 31, 2007

THIS DEPARTMENT, HEREBY, CONSENTS TO THE WITHDRAWAL OF THE ABOVE CAPTIONED CORPORATION IN THE STATE OF NEW MEXICO AS THE PROVISIONS OF THE CORPORATE REPORTS ACT HAVE BEEN COMPLIED.

THIS IS ONLY A CLEARANCE THAT THE REFERENCED CORPORATION IS CURRENT WITH THIS BUREAU AND MAY PROCEED FOR WITHDRAWAL AS CORPORATE EXISTENCE SHALL CONTINUE UNTIL A CERTIFICATE OF WITHDRAWAL HAS BEEN ISSUED BY THE COMMISSION AS REQUIRED BY THE BUSINESS CORPORATION ACT.

SINCERELY,

A handwritten signature in cursive script that reads "Arthie Shuman".

ARTHIE SHUMAN
TAX EXAMINER, COLLECTOR & REVENUE AGENT

PUBLIC REGULATION COMMISSION

APPLICATION FOR TAX CLEARANCE FOR
DISSOLUTION/WITHDRAWAL

INFORMATION MUST BE LEGIBLE

DATE: 8/16/10

RE: MOLYCORP, INC.

(PRINT EXACT CORPORATE NAME AS REGISTERED WITH OUR OFFICE)

NMPCRC # 0106781 TAXATION & REVENUE ID # 13-1056110

SUBJECT: TAX CLEARANCE REQUEST FOR DISSOLUTION/WITHDRAWAL

THIS CORPORATION IS IN THE PROCESS OF DISSOLVING/WITHDRAWING FROM THE
STATE OF NEW MEXICO AND IS REQUESTING TAX CLEARANCE.

FINAL DAY OF BUSINESS: Month 8 Day 31 Year 07

NOTE: THE CORPORATION CANNOT BE ISSUED A TAX CLEARANCE FOR A FUTURE DATE OR IF IT IS
DELINQUENT IN FILING REPORTS AND/OR PAYING FEES DUE. ALSO, A FINAL REPORT MAY BE
REQUIRED THROUGH THE FINAL DAY OF BUSINESS. YOU WILL BE ADVISED ACCORDINGLY.

Frank G. Soler
SIGNATURE OF OFFICER OR AUTHORIZED AGENT

NAME: Frank G. Soler

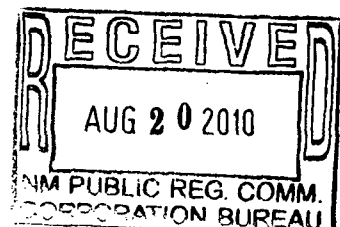
ADDRESS: 6001 Bollinger Canyon Rd.

CITY: San Ramon STATE: CA ZIP CODE: 94583

TELEPHONE: 925 842-2814

MAIL TO:

PUBLIC REGULATION COMMISSION
TAX COMPLIANCE DIVISION
PO BOX 1269
SANTA FE, NM 87504-1269
PHONE: (505) 827-4510



Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "MOLYCORP, INC." HAS FILED THE FOLLOWING DOCUMENTS:

CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF JUNE, A.D. 1920, AT 1 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1926, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF APRIL, A.D. 1931, AT 1 O'CLOCK P.M.

CERTIFICATE OF REDUCTION, FILED THE NINTH DAY OF APRIL, A.D. 1931, AT 1 O'CLOCK P.M.

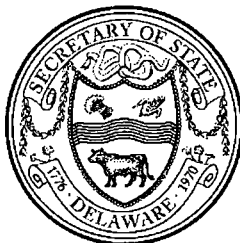
CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF FEBRUARY, A.D. 1933, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF MARCH, A.D. 1939, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF MARCH, A.D. 1953, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF SEPTEMBER, A.D. 1955, AT 10 O'CLOCK A.M.


CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF MAY,



0104014 8340

110738046

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8845506

DATE: 06-20-11

Delaware

PAGE 2

The First State

A.D. 1959, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF APRIL,
A.D. 1966, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTEENTH DAY OF
JULY, A.D. 1966, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWELFTH DAY OF JUNE,
A.D. 1967, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FOURTEENTH DAY OF
DECEMBER, A.D. 1967, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY
OF DECEMBER, A.D. 1967.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MOLYBDENUM
CORPORATION OF AMERICA" TO "MOLYCORP, INC.", FILED THE
TWENTY-NINTH DAY OF APRIL, A.D. 1974, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-NINTH
DAY OF JULY, A.D. 1977, AT 10:57 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF APRIL,
A.D. 1978, AT 9 O'CLOCK A.M.

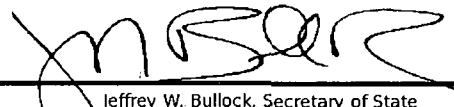
CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF APRIL,



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8845506

DATE: 06-20-11

Delaware

PAGE 3

The First State

A.D. 1978, AT 9:05 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF
SEPTEMBER, A.D. 1980, AT 10:05 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF
JANUARY, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE
ELEVENTH DAY OF AUGUST, A.D. 2005, AT 1:49 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF AUGUST,
A.D. 2007, AT 8:37 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "MOLYCORP, INC.".

0104014 8340

110738046

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8845506

DATE: 06-20-11